

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
VICTORIA DIVISION**

In re:)) Chapter 11
LINN ENERGY, LLC, <i>et al.</i> , ¹)) Case No. 16-60040 (DRJ)
Debtors.)) (Jointly Administered)
)	

**STIPULATION AND ORDER RESOLVING REORGANIZED LINN DEBTORS'
OBJECTIONS TO CLAIMS OF PRECISION FILTER PRODUCTS, LLC**

The above-captioned debtors (collectively, the “LINN Debtors” and after the effective date of the Plan (as defined herein), the “Reorganized LINN Debtors”)² and Precision Filter Products (“Creditor” and together with the Reorganized LINN Debtors, the “Parties”) hereby enter into this stipulation and order (this “Stipulation and Order”) as follows:

WHEREAS, on May 11, 2016, the LINN Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of Texas (the “Bankruptcy Court”);

WHEREAS, the Bankruptcy Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409;

¹ The LINN Debtors in these chapter 11 cases and the last four digits of each LINN Debtor’s federal tax identification number are as follows: Linn Energy, LLC (7591); LinnCo, LLC (6623); Linn Energy Finance Corp. (5453); Linn Energy Holdings, LLC (6517); Linn Exploration & Production Michigan LLC (0738); Linn Exploration Midcontinent, LLC (3143); Linn Midstream, LLC (9707); Linn Midwest Energy LLC (1712); Linn Operating, Inc. (3530); Mid-Continent I, LLC (1812); Mid-Continent II, LLC (1869); Mid-Continent Holdings I, LLC (1686); Mid-Continent Holdings II, LLC (7129). The location of the principal offices of the Reorganized LINN Debtors is JPMorgan Chase Tower, 600 Travis Street, Houston, Texas 77002

² Capitalized terms used, but not otherwise defined herein shall have the meanings ascribed to them in the *Amended Joint Chapter 11 Plan of Reorganization of Linn Energy, LLC and its Debtor Affiliates Other Than Linn Acquisition Company, LLC and Berry Petroleum Company, LLC* [Docket No. 1624] (the “Plan”).

WHEREAS, the LINN Debtors filed the *Debtors' Forty Second Omnibus Objection to Certain Proofs of Claim (Satisfied Claims)* [Docket No. [2989] (the “Objection”)) whereby the LINN Debtors objected to: Claim Number 116 (Prime Clerk Claim Number 8038) filed by Creditor (such claims, the “Claims”);

WHEREAS, the Bankruptcy Court entered the *Order Confirming (I) Amended Joint Chapter 11 Plan of Reorganization of Linn Energy, LLC and its Debtor Affiliates Other Than Linn Acquisition Company, LLC and Berry Petroleum Company, LLC and (II) Amended Joint Chapter 11 Plan of Reorganization of Linn Acquisition Company, LLC and Berry Petroleum Company, LLC* [Docket No. 1629] confirming the Plan; and

WHEREAS, the effective date of the Plan occurred on February 28, 2017 (the “Effective Date”); and

WHEREAS, the Reorganized LINN Debtors and Creditor have agreed to resolve the Objection, as provided herein.

NOW, THEREFORE, IT IS STIPULATED BY THE PARTIES AND HEREBY ORDERED THAT:

1. The foregoing recitals are hereby incorporated by reference into this Stipulation and Order.
2. The Reorganized LINN Debtors hereby withdraw the Objection with respect to the Claims.
3. The Reorganized LINN Debtors and Creditor agree that the administrative portion of the Claim has been paid and satisfied in full, and that the LINN Debtors or the Reorganized LINN Debtors, as applicable, shall have no further liability on the administrative portion of the

Claim. The Reorganized LIND Debtors hereby withdraw the Objection as it relates to unsecured portion of the Claim.

4. This Stipulation and Order is not effective until it has been entered by the Bankruptcy Court.

5. This Stipulation and Order is intended by the Parties to be binding upon their successors, agents, assigns, including bankruptcy trustees and estate representatives, and any parent, subsidiary, or affiliated entity of the Parties.

6. The undersigned hereby represent and warrant that they have full authority to execute this Stipulation and Order on behalf of the respective parties and that the respective parties have full knowledge of, and have consented to, this Stipulation and Order.

7. Neither this Stipulation and Order, nor any actions taken pursuant hereto, shall constitute evidence admissible against the Parties in any action or proceeding other than one to enforce the terms of this Stipulation and Order.

8. The Parties agree that each of them, through their respective counsel, has had a full opportunity to participate in the drafting of this Stipulation and Order and, accordingly, any claimed ambiguity shall be construed neither for nor against either of the Parties.

9. This Stipulation and Order constitutes the entire agreement between the Parties with respect to the subject matter hereof and supersedes all prior discussions, agreements, and understandings, both written and oral, among the Parties with respect thereto.

10. This Stipulation and Order shall not be modified, altered, amended or supplemented except by a writing executed by the Parties or their authorized representatives.

11. The Bankruptcy Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Stipulation and Order, and the Parties hereby consent to

such jurisdiction to resolve any disputes or controversies arising from or related to this Stipulation and Order.

IT IS SO ORDERED.

Signed: _____, 2018
Houston, Texas

DAVID R. JONES
UNITED STATES BANKRUPTCY JUDGE

IN WITNESS WHEREOF, the Parties, by their authorized counsel, executed this Stipulation and Order as of the date written below.

Dated: 10/16/2018

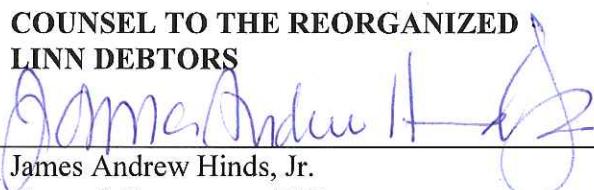


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Dated: 10/16/2018

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